

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

BARNEYS NEW YORK, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 19-36300 (CGM)
)

) (Jointly Administered)
)

**FIRST SUPPLEMENTAL DECLARATION OF
JOSHUA A. SUSSBERG IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS
INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York, 10022, and a partner of Kirkland & Ellis International LLP (together with Kirkland & Ellis LLP, collectively, "Kirkland"). I am the lead attorney from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States District Court for the Southern District of New York. There are no disciplinary proceedings pending against me.

2. I submit this supplemental declaration in support of the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Barneys New York, Inc. (1818); Barney's Inc. (2980); BNY Catering, Inc. (4434); BNY Licensing Corp. (4177); and Barneys Asia Co. LLC (0819). The location of the Debtors' service address is: 660 Madison Avenue, 9th Floor, New York, NY 10065.

Effective Nunc Pro Tunc to the Petition Date [Docket No. 175] (the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Background

3. On August 6, 2019 (the “Petition Date”), each of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a petition with this Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”). On August 27, 2019, the Debtors filed the Application. In support of the Application, the Debtors filed the *Declaration of Joshua A. Sussberg in Support of the Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the “Original Declaration”), which was filed as **Exhibit B** to the Application.

4. On September 19, 2019, the Court entered the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [Docket No. 269] (the “Retention Order”).

5. I stated in the Original Declaration that Kirkland would continue searching its electronic database during the pendency of these chapter 11 cases for connections to parties in interest. Consistent with this statement, Kirkland has continued to obtain information regarding all parties in interest disclosed in the Original Declaration, and any connections to any additional parties not disclosed in the Original Declaration.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

6. In connection with the Application and the Retention Order, I submit this declaration to provide additional disclosures in accordance with Bankruptcy Rules 2014(a) and 2016(b), pursuant to section 1746 of title 28 of the United States Code, and as required under the Retention Order.

7. All facts set forth herein are based upon my personal knowledge of Kirkland's practices and Kirkland's representation of the Debtors and information learned from my review of relevant documents and information supplied to me by other parties, including partners or employees of Kirkland. No one individual at Kirkland has personal knowledge of all of the facts set forth in this declaration.

Additional Disclosures

8. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The following is a list of the categories that Kirkland has searched:³

³ Kirkland's inclusion of parties in the following Schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

| <u>Schedule</u> | <u>Category</u> |
|------------------------|-----------------------------------|
| 1(a) | Confidential Sale Process Parties |
| 1(b) | Contract Counterparties |
| 1(c) | Governmental Authorities |
| 1(d) | Letters of Credit Beneficiaries |
| 1(e) | Rule 2002 Notice Parties |
| 1(f) | Schedule D Parties |
| 1(g) | Significant Vendors |
| 1(h) | Utilities |

9. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this declaration.

10. Listed on **Schedule 2** to this declaration are the results of Kirkland’s conflicts searches of the above-listed entities.⁴ **Schedule 3** attached hereto sets forth any new and/or updates to connections to the entities searched and disclosed previously in the Original Declaration. For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on either **Schedule 2** or **Schedule 3** that are current clients of Kirkland (including entities listed below under the “Specific Disclosures” section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not exist or is not obtained

⁴ As referenced in **Schedule 2** and **Schedule 3**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.

11. Of the entities listed on Schedule 2 or Schedule 3, none represented more than one percent of Kirkland's fee receipts for the twelve-month period ending on October 31, 2019.

12. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this declaration in one capacity (e.g., a customer), and the entity appears in a subsequent conflicts search in a different capacity (e.g., a vendor), Kirkland does not disclose the same entity again in supplemental declarations unless the circumstances are such in the latter capacity that additional disclosure is required.

13. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

14. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

Specific Disclosures

15. The Debtors have, from time to time, had discussions with parties about potentially acquiring some or all of the Debtors' assets as part of the sale process in these chapter 11 cases or providing alternative financing opportunities. Over the years, Kirkland has represented a number of the parties, but such representations were not related to the Debtors' sale process or potential financing arrangements. I do not believe the representations of these entities preclude Kirkland from being disinterested under the Bankruptcy Code but have disclosed the connections out of an abundance of caution.

A. Confidential Sale Process Parties.

16. The identities of certain of the parties listed on Schedule 1 (the “Confidential Parties”) have not been disclosed because the Confidential Parties’ non-disclosure agreements with the Debtors required that their identities remain confidential. Contemporaneously herewith, the Debtors have disclosed to the U.S. Trustee the identities and Kirkland’s connections to such Confidential Parties, and Kirkland believes such disclosure is sufficient and reasonable under the circumstances. However, should the Court request disclosure of the identities of the Confidential Parties, the Debtors are prepared to file with the Court under seal a version of this Declaration that contains a schedule of the Confidential Parties and Kirkland’s connections to such counterparties. For the avoidance of doubt, Kirkland will not represent any of the Confidential Parties in connection with any matter in these chapter 11 case.

17. Robert Beyer, who was disclosed in the Original Declaration as a board of director for Barneys New York, Inc., may be affiliated with a group of strategic investors that bid on the Debtors’ assets and was screened off from participation in the bidding process in his role on the board of directors. I do not believe that this relationship presents a conflict but have disclosed it out of an abundance of caution.

B. Connections to Purchaser.

18. On October 1, 2019, Bradley Nelson, my brother-in-law, began employment as senior counsel of business and legal affairs in the celebrity and entertainment division at Authentic Brands Group LLC (“ABG”), an affiliate of one of the purchasers of the Debtors’ assets. I have been advised that Mr. Nelson’s work at ABG has been wholly unrelated to the Debtors, the sale process, and these chapter 11 cases. I do not believe that this connection precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code and have disclosed it out of an abundance of caution.

C. Connections to Certain Vendors.

19. As disclosed below and on Schedule 2, Kirkland currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with various vendors or their affiliates that are current or closed clients of Kirkland. I do not believe that Kirkland's prior representations of the affiliates, subsidiaries, and entities associated with these entities preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

20. As disclosed on Schedule 2, Kirkland currently represents and/or has represented in the past AT&T Services, Inc., AT&T Corp., Uline Inc., and certain other vendors and/or certain of their respective affiliates (collectively, the "Vendors") in matters unrelated to the Debtors and these chapter 11 cases. Kirkland will not represent the Vendors in matters related to the Debtors or these chapter 11 cases. I do not believe that these representations preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

D. Former Clerks.

21. The following Kirkland employees had clerkships in the United States Bankruptcy Court for the Southern District of New York during the last three years (collectively, the "Former Clerks"), and were not previously disclosed in the Original Declaration.

22. Elizabeth C. Williams, a Kirkland associate, was a law clerk for the Honorable Martin Glenn of the United States Bankruptcy Court for the Southern District of New York from August 2018 to September 2019. Ms. Williams began working at Kirkland in September 2019 and had no connection with the Debtors' chapter 11 cases while working for the court.

23. Yanwen Ji, a Kirkland associate, was a law clerk for the Honorable Debra Freeman of the United States District Court for the Southern District of New York, from April 2018 to April 2019. Ms. Ji worked at Kirkland from October 2016 to January 2018, began working at

Kirkland again in May 2019, and had no connection with the Debtors' chapter 11 cases while working for the court.

Continued Vigilance and Affirmative Statement of Disinterestedness

24. Based on the conflicts search conducted to date and described in the Original Declaration and herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

25. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 2, 2019

Respectfully submitted,

/s/ Joshua A. Sussberg, P.C.

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

SCHEDULE 1

The following lists contain the names of reviewed entities as described more fully in the *First Supplemental Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* (the "Sussberg Declaration").⁵ Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Sussberg Declaration, matching the incomplete or ambiguous name.

List of Schedules

| <u>Schedule</u> | <u>Category</u> |
|------------------------|-----------------------------------|
| 1(a) | Confidential Sale Process Parties |
| 1(b) | Contract Counterparties |
| 1(c) | Governmental Authorities |
| 1(d) | Letters of Credit Beneficiaries |
| 1(e) | Rule 2002 Notice Parties |
| 1(f) | Schedule D Parties |
| 1(g) | Significant Vendors |
| 1(h) | Utilities |

⁵ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sussberg Declaration.

SCHEDULE 1(a)

Confidential Sale Process Parties

[CONFIDENTIAL PARTIES]

SCHEDULE 1(b)

Contract Counterparties

Connor Papers LLC
Foxie Bowie LLC
JSRE Realty LLC

SCHEDULE 1(c)

Governmental Authorities

Alabama, State of, Department of Revenue
Arizona, State of, Department of Revenue
California, State of, Department of Tax &
Fee Administration
Clark, County of (NV)
Colorado, State of, Department of Revenue
Connecticut, State of, Commissioner of
Revenue Services
Florida, State of, Department of Revenue
Georgia, State of, Revenue Commissioner
Hawaii, State of, Department of Taxation,
Tax Collector
Illinois, State of, Department of Revenue
Indiana, State of, Department of Revenue
Iowa, State of, Treasurer
Kentucky, Commonwealth of, Department
of Revenue
King, County of (WA), Treasury
Los Angeles, County of (CA), Tax Collector
Louisiana, State of, Department of Revenue
Maine, State of, Revenue Services
Maryland, State of, Comptroller
Massachusetts, Commonwealth of,
Commissioner of Revenue
Max Huber Research Laboratories
Michigan, State of, Department of the
Treasury
Minnesota, State of, Department of Revenue
Mississippi, State of, Department of
Revenue
Nebraska, State of, Tax Commissioner
Nevada, State of, Department of Taxation
New Jersey, State of, Division of Taxation,
Director
New York, State of, Department of Taxation
& Finance
North Carolina, State of, Secretary of
Revenue
North Dakota, State of, Tax Commissioner
Oklahoma, State of, Tax Commission
Pennsylvania, Commonwealth of,
Department of Revenue

Philadelphia, City of (PA)
Rhode Island, State of, Tax Administrator
San Francisco, City of (CA)
Texas, State of, Comptroller of Public
Accounts
United States, Government of the, Customs
& Border Protection
United States, Government of the,
Department of the Treasury, Internal
Revenue Service
Utah, State of, Tax Commission
Vermont, State of, Department of Taxes
Virginia, Commonwealth of, Department of
Taxation
Washington DC, Office of Tax & Revenue
Washington, State of, Department of
Revenue
Wisconsin, State of, Department of Revenue
Wyoming, State of, Department of Revenue

SCHEDULE 1(d)

Letters of Credit Beneficiaries

1-15 East Oak Street
Van Noten Andries NV

SCHEDULE 1(e)

Rule 2002 Notice Parties

194 Atlantic LLC
575 Fifth Avenue LLC
Allen Independent School District (TX)
AT&T Corp.
AT&T Services Inc.
Azzedine Alaïa SAS
Bal Harbour Shops LLC
Bank of New York Mellon, The - Retail
Funding
Borderfree Inc.
BRF Finance Co. LLC
Brigade Capital Management LP
Brookfield Property REIT Inc.
Burberry Ltd.
Byredo US Inc.
Chloé
CL US Distribution Corp.
Comenity Capital Bank
CP Fashion Group Inc.
CSS Building Services
David Pirrotta Distribution Inc.
Diptyque Distribution USA LLC
Flagship 660 Owner LLC
Flagship Partners II LLC
GACP Finance Co. LLC
GGR US LLC
Grafiche Milani SPA
GRG US LLC
Hilddun Corp.
International Business Machines Corp.
Isabel Marant
Kering Americas Inc.
Kevyn Aucoin Beauty Inc.
Littler Mendelson PC
Lobo Rosa SAS
LVMH Moët Hennessy - Louis Vuitton SE
Macerich Co., The
Malin + Goetz Inc.
Manzanita Capital UK LLP
Manzanita US GP LLC
Margiela USA Inc.
Moncler USA Inc.

MPH Pacific Place LLC
New York, City of (NY)
New York-New Jersey Regional Joint Board
Oracle America Inc.
Owenscorp Italia SpA
Pitney Bowes Inc.
Plastic Center Inc.
Publicis Media Inc.
Regency Centers Corp.
RHE Container Co. Inc.
Sabbadini SRL
Savino Del Bene USA
SessionM Inc.
Simon Property Group Inc.
Space Brands USA LLC
Spinelli Kilcollin
Starcom MediaVest Group Inc.
Starcom Worldwide Inc.
Stockton Street Properties Inc.
Thor ASB 1-15 East Oak Street LLC
TPG Specialty Lending Inc.
TR Apparel LLC
Wells Fargo Bank NA

SCHEDULE 1(f)

Schedule D Parties

Blest Ventura PTE Ltd.
Citicorp USA Inc.
Dracan Inc.
Eli Halili LLC
Irene Neuwirth Inc.
Judy Geib Plus Alpha LLC
Kathleen Whitaker Inc.
Laksvim Gems LLC
Makri SA
McTeigue & McClelland Inc.
McTeigue, Walter J., III
Monique Pean Pine Fine Jewelry LLC
My Story Fine Jewelry LLC
New York, City of (NY), Criminal Court
New York, City of (NY), Department of Finance
New York, State of (NY), Tax Commission
Possibility Entertainment LLC
Sharon Khazzam Inc.
SHI International Corp.
Sidney Garber Jewelers Inc.
Stephanie Windsor Antiques
Treliss Worldwide Inc.
Waterman, Cathy

SCHEDULE 1(g)

Significant Vendors

| | |
|------------------------------------|---|
| 10025755 Canada Inc. | Bounce Exchange Inc. |
| 111 Skin Ltd. | Bravado International Group Ltd. |
| 3Lab | BRIC'S USA Inc. |
| ABM Onsite Services Midwest LLC | Brinks Global Services Ltd. |
| Addison Group LLC | Brioni SPA |
| Adecco Employment Services | Building at 575 Fifth Office Owner LLC, |
| Adelyn Rae | The |
| Adidas AG | Burberry's Wholesale |
| Adobe Systems Inc. | By Terry |
| ADP LLC | Byredo USA Inc. |
| ADR 1811 Walnut Street LP | Calzaturificio Stephen SRL |
| Aeffe USA Inc. | Calzoleria Harris |
| Aesop USA | Canada Goose US Inc. |
| Akamai Technologies Inc. | Canali Retail Inc. |
| Akira Naka Co. | Capgemini America Inc. |
| Alevi SRL | Cartel & Co. Ltd. |
| Alex Begg | Catya SRL |
| Alexander McQueen Trading Ltd. | Celine Inc. |
| Alexander Wang Inc. | Century Direct LLC |
| Allied Universal Security Services | Chantecaille Beaute Inc. |
| Alta Zapateria Balear SL | Christine Ellis Associates SRL |
| Altea | Cifonelli SLU |
| Altuzarra LLC | City View Plaza LLC |
| Americana at Brand LLC, The | Clergerie Paris |
| AMI SRL | Common Projects SRL |
| Area Studio LLC | Components by John McCoy Inc. |
| Assouline Publishing Inc. | Conde Nast Publications |
| AT&T | Continental Resources Inc. |
| Atelier Luxury Group LLC | Copley Place |
| Augustinus Bader | Corgi Hosiery Ltd. |
| Aviva Stanoff | Cosmetic Doctor at Work Ltd. |
| Azzedine Alaia | Criteo Corp. |
| B. & Brothers SpA | Crockett & Jones Ltd. |
| Baldor Specialty Foods Inc. | Crocs Inc. |
| Balenciaga America Inc. | CRS International Inc. |
| Balmain USA LLC | CSS Building Services Inc. |
| Barena Venezia SRL | Custora Inc. |
| Berkeley Research Group LLC | D&G USA Distribution LLC |
| Bienen-Davis Leather Goods LLC | Daidoh Ltd. |
| Boglioli Corp. | Dairyland |
| Bonnie & Claus Inc. | Dalessandro SRL |
| Bottega Venetta | Davines North America |

Davis & Gilbert LLP
Della Valle, Diego
Delvaux Createur SA
Derek Lam International LLC
Detlef BVBA
Devialet Inc.
Dibbern GmbH & Co.
Diptyque Distribution LLC
Dita Inc.
DNA Model Management LLC
Doucal's SRL
Dow Jones & Co.
Dr. Barbara Sturm
Dream Projects LLC
Dries Van Noten
Editions De Parfums LLC
Ekipe Italia SRL
Eleventy USA LLC
Epsilon Data Management LLC
Erdem
Eres US Inc.
Ermenegildo Zegna Corp.
Ernesto Dolani SRL
Esseffe Fashion SRL
Eve Lom Complexions Co.
Facebook Inc.
Factory SRL
Fashion Outlets of Chicago LLC
Fear of God LLC
Federal Building Services Inc.
FedEx Corp.
Fendi NA
Fila USA Inc.
Filling Pieces BV
Fitflop USA LLC
Fly Shoes SRL
Galerie de Pop Inc.
Gallery Department
GC SRL
Geary Market Investment Co. Ltd.
Georg Jensen Inc.
GFM LLC
Gherardi SRL
Giuntini SpA
Givenchy Beauty
Givenchy Corp.

GMT Management SRL
Golden Goose USA Inc.
Google Inc.
Goyard Inc.
Gray Matters NYC
Greg Lauren
Gucci
Harbor Brands Group Ltd.
Harmonist Inc., The
Harris
Hearst Magazines
Hello Alfred
Herno USA Inc.
Hirotaka Jewelry
Hirsch Construction Corp.
Honeywell International Inc.
Hourglass Cosmetics
Hudson Paper Co., The
Hupaco
IBM Corp.
Icon Trade Services LLC
Ignitiv Inc.
IM USA Corp.
IMG Models Inc.
Ingram Publisher
IntexForms Inc.
Isaia Corp.
J. Mendel Inc.
J6 Inc.
Jack Victor Ltd.
Jamari International Ltd.
JBC Style NY LLC
JCDecaux Street Furniture New York LLC
Jil Sander
Jimiar Corp.
JLM Lyndhurst LLC
John Varvatos
Juan Carlos Obando International LLC
Judy Geib
Kenzo Paris USA LLC
Kering Eyewear USA
Kilometre.Paris
Kiton Corp.
Kronos Inc.
La Maison Rovnof
La Mer

La Prairie Inc.
La Vie Stylehouse LLC
Lab to Beauty
Laila Azhar
Lalire March Architects LLP
Lambert + Associates Inc.
Lanvin Inc.
Laz Karp Associates LLC
Lenci Calzature SPA
Lido Lighting Inc.
LinkedIn Corp.
Lisa Marie Fernandez LLC
Loeffler Randall Inc.
Loewe LLC
Lubiam Moda Per L'Uomo SpA
Luckyscent Inc.
Luxottica Group
LVMH Fragrance Brands
Macerich SMP LP
Maglieria Artigiana
Maglificio Beby SRL
Maison di Prima
Maison Labiche
Malin & Goetz
Manolo Blahnik USA Ltd.
Marcolin USA Eyewear Corp.
Marine Serre SARL
Mark Cross Leathergoods LLC
Marli SRL
Marsell Eurasia SRL
Martin Grant
Martire SRL
Maurizi SRL
Mendon Truck Leasing
Mepra SPA
Mi9 Software Development
Michilli Inc.
Microsoft Licensing GP
Microsoft Online Inc.
Moda
Moorer
MSD Technology LLC
Mulesoft Inc.
Muse Management Inc.
Narciso Rodriguez LLC
Nars Cosmetics

Narvar Inc.
Natalie Martin
Natura Bisse International
Neous
Nest International Inc.
New York Media LLC
New York Post
New York Times Digital
New York Times, The
Newelevation
Newmine LLC
News Inc., The
Nicholas Kirkwood LLC
Nick Fouquet
No. 6
NSF Clothing
Odyssee
Off White Operating SRL
Officine Generale SAS
One Security Group LLC
Onia LLC
Onward Luxury Group Inc.
Outfront Media Inc.
Ovative Group LLC
P&C SRL
Pack America Corp., The
Palm Angels
Parisini Pelletterie SRL
Paul Smith LLC
Paul Smith Spectacles
Peach & Lily Inc.
Prabal Gurung LLC
Prada USA Corp.
Precognitive Inc.
Primoko Inc.
Private Sector Security
Proenza Schouler LLC
PT USA Corp.
Quad Graphics Inc.
R13 Denim
Rackspace US Inc.
Rakuten Marketing LLC
Ralph Lauren Mens Apparel
Raphael SRL
Raquel Allegra
Regency Centers LP

Rejina Pyo Ltd.
RemX
Restelli Guanti
RichRelevance Inc.
RV Skincare LLC
Sacai
Safilo USA
Salesforce.com Inc.
Salvatore Ferragamo
Sandi Burrows & Co.
Select Express & Logistics LLC
Shape Security Inc.
Shiseido Cosmetics
Shoppes at the Palazzo LLC, The
Simmy Confezioni
Simonetta Rossi SRL
Sisley Cosmetics USA Inc.
Skadden Arps Slate Meagher & Flom LLP
Slam Jam SRL
Slowear NY Ltd.
Society Model Management Inc., The
Southern California Edison
Sparrow by Seymour & Paul
Staff Management Group
Stalvey LLC
Staples Business Advantage
Starskin USA Inc.
Steamin' Up
Stefano Serapian SRL
Stella Fashion Group Ltd.
StellaService Inc.
Stokton SRL
Studio Masscob SL
Sun Sights
Sunspel Menswear Ltd.
Superl Sequoia
Surratt Cosmetics Inc.
Sweet Capsule
Teija Eilola Ltd.
TestingXperts Inc.
Tiare SRL
Tom Ford
Tomorrow Milano SRL
Tradexco
Transmitter Media LLC
Tribeca Design Studio LLC

Tribune
Uline
Ulla Johnson Inc.
Undercover
United Employment Agency
United Perfumes Ltd.
Unravel Project SRL
Valentino USA Inc.
Vanderweil Engineers LLP
Vans Inc.
Veja
Verge Marketing Inc.
Verifone
Versace USA Inc.
Victoria Beckham Ltd.
Visionet Systems Inc.
Vitality Staffing Solutions LLC
Vittorio Virgili SRL
Voyage One Group Inc.
Waldin
Warm
Waterart Corp.
WeDo SRL
West Fashions Brands LLC
Westman Atelier
XPO Logistics
Y Project
Yves Saint Laurent America Inc.
Zimmermann USA Inc.
Zimmermann Wear Pty Ltd.

SCHEDULE 1(h)

Utilities

194 Atlantic Avenue LLC

SCHEDULE 2

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|--|---|--|
| 575 Fifth Avenue LLC | MetLife, Inc. | Closed |
| Addison Group LLC | Addison Group, LLC | Closed |
| Adobe Systems Inc. | Adobe Systems, Inc. | Closed |
| Allied Universal Security Services | Allied Universal HTDK (Shanghai) Co., Ltd. Peridot Gem Investment Holdings Limited Warburg Pincus Warburg Pincus Asia LLC Warburg Pincus Global Growth L.P. Warburg Pincus, LLC WP Financial L.P. WP Re Cayman Limited | Current Current Closed Closed Current Current Current Current Current |
| Allied Universal Security Services | Allied Universal Caisse de dépôt et placement du Québec | Current Current |
| AT&T AT&T Corp. AT&T Services Inc. | AT&T Corp. AT&T Inc. AT&T Intellectual Property II L.P. AT&T Intellectual Property LLC AT&T Services, Inc. DIRECTV Customer Services, Inc. DIRECTV Enterprises, LLC DIRECTV Group Holdings, LLC DIRECTV Holdings LLC DIRECTV Merchandising, Inc. DIRECTV Operations LLC DIRECTV Sports Network LLC DIRECTV Sports Networks, LLC DIRECTV, LLC Teleport Communications of America, LLC The DIRECTV Group, Inc. | Current Current Current Current Current Closed Current Current Current Current Current Current Current Current Current Current Current |
| Bank of New York Mellon, The - Retail Funding Retail Funding (BNY) LLC | Alcentra Limited BNY Mellon Capital Markets, LLC | Closed Closed |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|--|---|---------|
| Berkeley Research Group LLC | Berkeley Research Group, LLC | Current |
| Borderfree Inc. Pitney Bowes Inc. | Pitney Bowes Inc. | Current |
| Bravado International Group Ltd. | Vivendi SA | Closed |
| BRF Finance Co. LLC | B. Riley FBR, Inc. | Current |
| Capgemini America Inc. | Lyons Consulting Group, LLC | Current |
| Citicorp USA Inc. | Citibank | Current |
| | Citicorp | Closed |
| | Citicorp Mezzanine III, L.P. | Closed |
| | Citigroup Global Markets Asia Limited | Current |
| | Citigroup Global Markets Inc. | Current |
| | Citigroup Global Markets Ltd. | Closed |
| | Citigroup Inc. | Current |
| Conde Nast Publications | Advance Magazine Publishers, Inc. | Closed |
| Georg Jensen Inc. | Investcorp | Closed |
| Givenchy Beauty Nicholas Kirkwood LLC | LVMH Moët Hennessy Louis Vuitton SE | Current |
| Hearst Magazines | CAMP Global Holdings, LLC | Closed |
| | Sarah Mishurov | Current |
| Honeywell International Inc. | Honeywell Advanced Composites Inc. | Current |
| | Honeywell Aerospace, Inc. | Current |
| | Honeywell International Inc. | Current |
| | Honeywell Specialty Materials, LLC | Current |
| Hourglass Cosmetics | Conopco, Inc. | Closed |
| | Dollar Shave Club, Inc. | Current |
| | Sundial Group LLC | Current |
| | Unilever United States, Inc. | Closed |
| IBM Corp. International Business Machines Corp. | IBM Canada Ltd. | Closed |
| | IBM Corporation | Current |
| | Red Hat, Inc. | Current |
| John Varvatos | Lion Capital LLP | Current |
| | Lion/Wrinkle Holdings, Inc. | Current |
| Luxottica Group | Transitions Optical, Inc. | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|---|---|--|
| Marcolin USA Eyewear Corp. | PAI Partners | Current |
| Mi9 Software Development | Gary Crittenden HGGC Affiliate Investors II, L.P. HGGC Affiliate Investors III, L.P. HGGC Associates II, L.P. HGGC Associates III, L.P. HGGC Fund II - A, L.P. HGGC Fund II - B, L.P. HGGC Fund II - C, L.P. HGGC Fund II - D, L.P. HGGC Fund II, L.P. HGGC Fund III, L.P. HGGC Fund III-A, L.P. HGGC, LLC J. Steven Young Kurt A. Krieger Leslie M. Brown, Jr. MNINE Holdings, Inc. Neil H. White Richard F. Lawson, Jr. | Closed Current Current Current Current Current Current Current Current Current Current Current Current Current Closed Former Former Current Current Current |
| Nars Cosmetics | Beauté Prestige International Shiseido Americas Corporation | Closed Current |
| Publicis Media Inc. Starcom MediaVest Group Inc. Starcom Worldwide Inc. | Lion Re: Sources, Inc. | Current |
| Rackspace US Inc. | AEPF III 34 S.à r.l. Apollo Global Management, LLC Apollo Management International LLP Marc Rowan Martin Kelly MidCap Financial Services, LLC | Current Current Current Current Current Current |
| Regency Centers Corp. | Equity One Inc. | Closed |
| RemX | Anchorage Capital Europe LLP Anchorage Capital Group EmployBridge, LLC | Closed Closed Closed |
| RemX | BlueMountain Capital Management L.P. | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|----------------------------|---|---------|
| | EmployBridge, LLC | Closed |
| Staples Business Advantage | 3094494 Nova Scotia Company (Canada) | Current |
| | 3258402 Nova Scotia Company | Current |
| | 3285091 Nova Scotia Company (Canada) | Current |
| | B2 Express Comercio, Servicos e Representacoes Ltda. (Brazil) | Current |
| | Beijing Staples Commerce & Trade Co. Ltd. (China) | Current |
| | Capital Office Products of Volusia County Inc. | Current |
| | Corporate Express Canada, Inc. | Current |
| | CSO HG (Cayman) Intermediate Limited (Cayman) | Current |
| | CSO HG (Cayman) Limited (Cayman) | Current |
| | Egg Merger Sub Inc. | Current |
| | Egg Parent, Inc. | Current |
| | Essendant, Inc. | Current |
| | Happy Studio, Inc. | Current |
| | Hong Kong Staples Brands Ltd. | Current |
| | In Designs Global, Inc. | Current |
| | Jiangsu Staples Office Products Co. Ltd. (China) | Current |
| | Lebanon Mill, L.P. | Current |
| | Marke Creative Merchandise Ltd. | Current |
| | OA365 International Company Ltd. (Cayman) | Current |
| | Office Superstore East LLC (DE) | Current |
| | Office Superstore West LLC (MA) | Current |
| | Oranda AG | Current |
| | Peter T. Morrow | Current |
| | PNI Digital Media Europe Ltd. (UK) | Current |
| | PNI Digital Media Ltd. (UK) | Current |
| | PNI Digital Media ULC (Canada) | Current |
| | QS Quarterhouse Software, Inc. (TX) | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|-------------------------|---|---------|
| | Quill Corporation | Current |
| | Quill Lincolnshire, Inc. | Current |
| | SBIN B.V. | Current |
| | SchoolKidz.com, LLC | Current |
| | Shenzhen Staples Commerce & Trade Co. Ltd. (China) | Current |
| | SOM Hagerstown LLC (DE) | Current |
| | Staples (China) Investment Co. Ltd (Shanghai) | Current |
| | Staples (Shanghai) Company Limited (China) | Current |
| | Staples Argentina SA (Argentina) | Current |
| | Staples Asia Investments Ltd. (Cayman) | Current |
| | Staples Brands Consulting (Shenzhen) Co. Ltd. | Current |
| | Staples Brands Inc. | Current |
| | Staples Brands International Ltd. | Current |
| | Staples Brands Sales, LLC | Current |
| | Staples Brasil Comercio de Materials para Escritorio Ltda. (Brazil) | Current |
| | Staples Canada Holdings III, Inc. | Current |
| | Staples Canada Holdings, LLC | Current |
| | Staples Canada ULC | Current |
| | Staples Connecticut LLC (DE) | Current |
| | Staples Contract & Commercial, Inc. | Current |
| | Staples Cyprus Holdings L.P. | Current |
| | Staples Cyprus Holdings, Ltd. | Current |
| | Staples Cyprus Intermediary Holdings, Ltd. | Current |
| | Staples Dutch Management BV | Current |
| | Staples E-Commerce (Shanghai) Co. Limited (China) | Current |
| | Staples E-Commerce (Tianjin) Co., Ltd. (China) | Current |
| | Staples Europe Holdings GP | Current |
| | Staples Global Holdings, Ltd. | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|-------------------------|---|---------|
| | Staples Global Markets, Inc. | Current |
| | Staples GP, LLC | Current |
| | Staples Hong Kong Investments Limited (Hong Kong) | Current |
| | Staples of Maryland LLC (DE) | Current |
| | Staples Procurement & Management Services PLC | Current |
| | Staples Project 2017, LLC | Current |
| | Staples Promotional Products Canada Ltd. | Current |
| | Staples Shared Service Center (Europe) II BVBA | Current |
| | Staples Shared Service Center, LLC | Current |
| | Staples Solutions B.V. | Current |
| | Staples Taiwan Branch | Current |
| | Staples Taiwan Corporation Limited (Cayman) | Current |
| | Staples the Office Superstore, LLC (DE) | Current |
| | Staples Value, LLC (VA) | Current |
| | Staples Ventures, LLC | Current |
| | Staples, Inc. | Current |
| | Stefan Kaluzny | Current |
| | STIC Corp. | Current |
| | Sycamore Partners (Co-Invest) LLC | Closed |
| | Sycamore Partners Associates Co-Invest, Inc. | Closed |
| | Sycamore Partners Associates Investments, LP | Closed |
| | Sycamore Partners Associates, LP | Closed |
| | Sycamore Partners Associates-C, LP | Closed |
| | Sycamore Partners Management, L.P. | Current |
| | Sycamore Partners Torrid, LLC | Closed |
| | Sycamore Partners, LP | Closed |
| | The Staples Group, Inc. | Current |
| | USR Parent Inc. (DE) | Current |
| | USR Real Estate Holdings LLC (DE) | Current |

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|-------------------------|--|--|
| | WorksMedia Ltd. (UK) | Current |
| Tribune | Tribune Publishing Company | Current |
| Uline | Brian Uihlein Richard E. Uihlein Richard E. Uihlein, Jr. Stephen Ellis Uihlein Uline, Inc. | Former Current Current Current Current |
| Verifone | Francisco Partners Fund II (Cayman), L.P. Francisco Partners Fund II, L.P. Francisco Partners GP Splitter, LLC Francisco Partners III (Cayman), L.P. Francisco Partners III (Domestic AIV) Feeder, LLC Francisco Partners III (Domestic AIV), L.P. Francisco Partners III, L.P. Francisco Partners IV, L.P. Francisco Partners IV-A, L.P. Francisco Partners Management, L.P. Francisco Partners Parallel Fund II, L.P. Francisco Partners Parallel Fund III (Cayman), L.P. Francisco Partners Parallel Fund III, L.P. Verifone Systems, Inc. | Current Current Current Current Current Current Current Current Current Current Current Current |
| Versace USA Inc. | Gianni Versace S.p.A. | Closed |

SCHEDULE 3

| Name of Entity Searched | Name of Entity and/or Affiliate of Entity, that is a K&E Client | Status |
|--|---|--------------------|
| Arizona, State of, Department of Revenue | Arizona Department of Child Safety | Current |
| FJC Security Services Inc. | Caisse de dépôt et placement du Québec | Current |
| Gas Co. LLC, The | Macquarie Investments US Inc. Macquarie Real Estate Investments Holdings (North America), Inc. | Current Current |
| Givenchy Corp. | LVMH Moët Hennessy Louis Vuitton SE | Current |
| Hilco Merchant Resources Hilco Merchant Resources LLC | Eric W. Kaup Hilco Brands LLC | Current Current |
| XL Insurance Co. SE | AXA Equitable Holdings, Inc. AXA Equitable Life Insurance Company | Current Current |